

ARTICLES OF MERGER
OF
GREER ARCHITECTURAL PRODUCTS, INC.
AND
SHELTON W. GREER CO., INC.
INTO
JAMES H. GREER INTERESTS, INC.

FILED
In the Office of the
Secretary of State of TEXAS
DEC 30 1983
Clerk of the
Corporations Section

Pursuant to the provisions of Art. 5.16 of the Texas Business Corporation Act, JAMES H. GREER INTERESTS, INC., a corporation organized under the laws of the State of Texas (the "Parent Corporation") and owning all of the outstanding shares of GREER ARCHITECTURAL PRODUCTS, INC. and SHELTON W. GREER CO., INC., corporations organized under the laws of the State of Texas (the "Subsidiary Corporations"), hereby executes the following Articles of Merger for the purpose of merging the Subsidiary Corporations into the Parent Corporation:

I.

The following is the name of the Parent and Subsidiary Corporations and the respective jurisdictions under which each corporation is organized:

<u>Name of Corporation</u>	<u>Status</u>	<u>State of Organization</u>
James H. Greer Interests, Inc.	Parent	Texas
Greer Architectural Products, Inc.	Subsidiary	Texas
Shelton W. Greer Co., Inc.	Subsidiary	Texas

II.

The number of outstanding shares of each class of the Subsidiary Corporations and the number of shares of each class owned by the surviving corporation are:

<u>Name of Corporation</u>	<u>Class</u>	<u>No. of Shares Outstanding</u>	<u>No. of Shares Owned by Parent</u>
Greer Architectural Products, Inc.	Common	1000	1000
	Preferred	300	300
Shelton W. Greer Co., Inc.	Common	300	300
	Preferred	100	100

III.

The following is a copy of resolutions adopted by the Board of Directors of the Parent Corporation, JAMES H. GREER INTERESTS, INC., on December 28th, 1983:

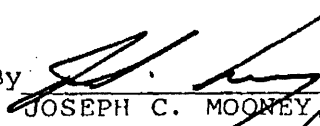
RESOLVED: That pursuant to the provisions of Art. 5.16 of the Texas Business Corporation Act, GREER ARCHITECTURAL PRODUCTS, INC. and SHELTON W. GREER CO., INC., Texas corporations, all of whose outstanding shares of capital stock are owned and held of record and beneficially by the Corporation, be merged into the Corporation, and that the effective date of such merger be the date of the issuance of the Certificate of Merger by the Secretary of State of Texas as provided in Art. 5.05 of the Texas Business Corporation Act; further, that as set forth in Art. 5.16 of the Texas Business Corporation Act, the effect of such merger shall be the same as provided in Art. 5.06 of such Act and, on the effective date of the merger, all of the issued and outstanding shares of capital stock of GREER ARCHITECTURAL PRODUCTS, INC. and SHELTON W. GREER CO., INC. owned by the corporation, as the surviving corporation, shall be cancelled and shall be void; and

RESOLVED FURTHER: That the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation be and they hereby are each fully authorized and directed to cause to be prepared, executed and filed with the Secretary of State of Texas appropriate Articles of Merger in form and content as such officers of the Corporation determine to be necessary, proper or advisable in order to effect compliance by the Corporation with the requirements of Art. 5.16 of the Texas Business Corporation Act, and the proper officers of this Corporation be and they hereby are further fully authorized and directed to do and perform any and all other acts, and to cause to be made, executed and delivered any and all other instruments in writing which they, in the exercise of their business judgment, determine to be necessary, proper or advisable in order to effect the aforesaid merger of GREER ARCHITECTURAL PRODUCTS, INC. and SHELTON W. GREER CO., INC., wholly-owned subsidiaries of this Corporation, into this Corporation.

DATED: December 28th 1983.

JAMES H. GREER INTERESTS, INC.

By


JOSEPH C. MOONEY, JR., President

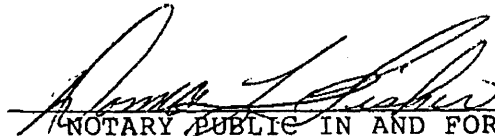
By


DONALD E. WILLMON, Secretary

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared before me JOSEPH C. MOONEY, JR., who, being by me first duly sworn, declared that he is the President of JAMES H. GREER INTERESTS, INC., a Texas corporation, and that he signed the foregoing document as such officer of said Corporation and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 28th day of December , 1983.



NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, TEXAS

Donna L. Fisher/03-25-84